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Katherine Stadler

*Attorneys for the Fee Committee*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
<b>LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i>,</b>	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
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**STIPULATION BETWEEN SUTHERLAND ASBILL & BRENNAN LLP  
AND THE FEE COMMITTEE REGARDING THE SIXTH INTERIM  
APPLICATION OF SUTHERLAND ASBILL & BRENNAN LLP,  
SPECIAL COUNSEL TO THE DEBTORS, FOR  
COMPENSATION AND EXPENSES FOR THE PERIOD  
OCTOBER 1, 2011 THROUGH MARCH 6, 2012**

**TO: THE HONORABLE JAMES M. PECK  
U.S. BANKRUPTCY JUDGE**

WHEREAS, on May 21, 2012, Sutherland Asbill & Brennan LLP (“**Sutherland**”) filed the *Sixth Interim Fee Application of Sutherland Asbill & Brennan LLP, as a Section 327(e) Professional, for Allowance of Compensation for Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred During the Period from October 1, 2011 Through March 6, 2012* (the “**Sixth Fee Application**”) [Docket No. 27984] seeking interim fees in the amount of \$225,009 for professional services rendered and reimbursement of out-of-pocket

expenses in the amount of \$796.98 with respect to the period from October 1, 2011 through March 6, 2012 (the “**Tenth Interim Period**”);

WHEREAS, Sutherland regularly has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for expenses;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in Lehman Brothers Holdings, Inc. (the “**Fee Committee**”) has reviewed the Sixth Fee Application, issued a Confidential Letter Report on July 23, 2012, and entered into a dialogue with Sutherland regarding the Sixth Fee Application; and

WHEREAS, as a result of this dialogue, Sutherland has agreed to accept the Fee Committee’s proposed disallowance of fees in the amount of \$8,587 for professional services rendered and no reduction for expenses incurred by Sutherland in the Tenth Interim Period.

#### **STIPULATION**

NOW, THEREFORE, the Fee Committee and Sutherland hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving Sutherland’s request for interim compensation and reimbursement of expenses in the reduced amount of \$216,422 in fees and \$796.98 in out-of-pocket expenses for the period from October 1, 2011 to March 6, 2012, and directing the Debtors to pay any such amounts not previously paid to Sutherland.

[Signature page follows]

Dated: Madison, Wisconsin  
August 23, 2012.

GODFREY & KAHN, S.C.

By: /s/ Katherine Stadler  
Katherine Stadler  
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*Attorneys for the Fee Committee*

Dated: Washington, D.C.  
August 23, 2012.

SUTHERLAND ASBILL & BRENNAN LLP

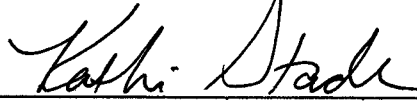
By: /s/ Jerome B. Libin  
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Dated: Madison, Wisconsin  
August 23 2012.

GODFREY & KAHN, S.C.

By:



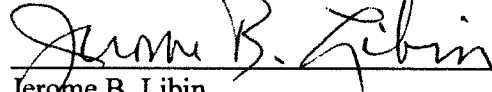
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*Attorneys for the Fee Committee*

Dated: Washington, D.C.  
August 23, 2012.

SUTHERLAND ASBILL & BRENNAN LLP

By:



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